

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

November 19, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 21827

FILED

DEC 3 '98

12-29 PM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of April 9, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Chesapeake Specialty Products, Inc. 5055 North Point Boulevard Baltimore, MD 21219

The equipment involved in this transaction is as follows:

Equipment:	Ten (10) railcars as more fully described in <u>Schedule A</u> to the Memorandum.
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Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad

Enclosures (2)

RECORDATION NO. 21827 FILED

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MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of April 9, 1998 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of April 9, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CHESAPEAKE SPECIALTY PRODUCTS, INC., a Maryland corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CHESAPEAKE SPECIALTY PRODUCTS

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: Don E Sanchez

Its: President

Its: President



SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Ten (10) open top hopper railcars.

Unit Numbers:

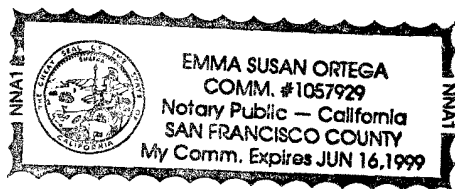
HLMX 35178
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HLMX 35185
HLMX 35186
HLMX 35187

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 9, 1998, before me, Emma S. Ortega, personally
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MARYLAND)
) S.S.
COUNTY OF BALTIMORE)

On October 28, 1998, before me, Don E. Sanchez, personally
appeared President, of **CHESAPEAKE SPECIALTY PRODUCTS,**
INC.,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.

Jennifer M. Germuth
SIGNATURE OF THE NOTARY

[Notarial Seal]

Jennifer M. Germuth
my commission expires June 1, 2001